



Office of the Secretary of State  
Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697

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## CERTIFICATE OF CANCELLATION DOMESTIC OR FOREIGN LIMITED PARTNERSHIP

1. The name of the partnership is \_\_\_\_\_
2. The partnership was formed under the laws of \_\_\_\_\_  
(state or territory)
3. The date of filing of its certificate/registration of limited partnership was \_\_\_\_\_  
  
the file number assigned to the limited partnership was \_\_\_\_\_
4. The certificate/registration of the named limited partnership is cancelled for the following reason or reasons:  
  
\_\_\_\_\_  
  
\_\_\_\_\_  
  
\_\_\_\_\_
5. If the cancellation is not to be effective upon the filing of the certificate, the future effective date or time, which shall be a date or time certain, of cancellation is: (If the cancellation is to be effective upon the filing of this certificate, leave blank or enter N/A)  
  
\_\_\_\_\_

By \_\_\_\_\_

\_\_\_\_\_  
(Title)

## **INSTRUCTIONS FOR FILING THE CERTIFICATE OF CANCELLATION**

- 1. In accordance with sections 2.03 and 9.06 of the Texas Revised Limited Partnership Act, the certificate of cancellation shall be filed with the secretary of state:**
  - (a) on the completion of the winding up of the partnership; or**
  - (b) when there are no limited partners; or**
  - (c) when a foreign limited partnership desires to cancel its registration to transact business in Texas.**
- 2. Please read the form carefully before signing. The execution of a certificate constitutes an oath or affirmation, under penalties of perjury, that, to the best of the executing party's knowledge and belief, the facts stated in the certificate are true.**
- 3. The certificate of cancellation must be signed by all general partners participating in the winding up of the limited partnership's affairs. If there are no general partners winding up the affairs, then the certificate shall be signed by all non-partner liquidators. If the limited partners are winding up the affairs of the partnership, the certificate shall be signed by a majority of interest of the limited partners.**
- 4. The statutory fee for filing the certificate of cancellation is \$200.00. Please submit a check or money order made payable to the secretary of state. The check or money order must be payable through a U.S. bank or financial institution.**
- 5. Two copies of the form along with the filing fee should be mailed to the address shown in the heading of this form. The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and return a file stamped copy. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.**
- 6. A foreign limited partnership which desires to cancel its registration to transact business in Texas should submit the certificate of cancellation in the same manner and with the same fee as a domestic limited partnership. The certificate to cancel a registration for a foreign limited partnership should be executed by a general partner.**